UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re : Chapter 11
SEARS HOLDINGS CORPORATION, et al., : Case No. 18-23538 (RDD)

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Debtors. 1 : (Jointly Administered)

AFFIDAVIT OF SERVICE

I, James Mapplethorpe, depose and say that I am employed by Prime Clerk LLC ("*Prime Clerk*"), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On May 22, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served (1) via Email on the Standard Parties Service List attached hereto as **Exhibit A**; and (2) via First Class Mail on Sears Holding Corporation, Attn: Stephen Sitley Esq., Luke J. Valentino, Esq. & Rob Riecker, 3333 Beverly Road, Hoffman Estates, IL 60179:

• Objection of ESL Investments, Inc. to Disclosure Statement for Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors [Docket No. 3988]

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

On May 22, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served (1) by the method set forth on the Master Service List attached hereto as **Exhibit B**; and (2) via First Class Mail on Counsel for Realty Income Corporation, Attn: Maeghan J. McCloughlin, 101 Park Avenue, New York, NY 10017:

 Notice of Presentment of Stipulation and Order By and Among Buyer and Realty Income Corporation Clarifying Cure Amounts for Lease of Nonresidential Real Property [Docket No. 3991]

Dated: May 28, 2019

State of New York County of New York

Subscribed and sworn to (or affirmed) before me on May 28, 2019, by James Mapplethorpe, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature:

ROBERT J. RUBEL JR.
NOTARY PUBLIC OF NEW JERSEY
Comm. # 50070782
My Commission Expires 10/25/2022

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Exhibit A

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Exhibit A

Standard Parties Service List Served via Email

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In re: Sears Holdings Corporation, et al.

Case No. 18-23538 (RDD)

Exhibit B

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In re: Sears Holdings Corporation, et al. Case No. 18-23538 (RDD)

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Counsel to brookheid Fropity NLIT IIIC., as Agent	brookheid Froperty NETT IIIC.			i ii st Ciass Ividii
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Acres do the faely Assistent Funk (P P As her ex, A history or a company or a com	DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
## Part					
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Acres do the faely Assistent Funk (P P As her ex, A history or a company or a com					
	BST International Fashion Ltd.	BST International Fashion Ltd.			First Class Mail
Surviva Surv					
Section Sect					
Microsoft Office American (Fig. 2) Woulder, A Professional Constraints (Fig. 2) Woulder, A Professional Experts (Fig. 2) Woulder, A Professional Experts (Fig. 2) Woulder					
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Counsel to Crossroads Joint Venture, LLC, Landlord of Kmart store # 9416 Carmody Torrance Sandak & Hennessy LLP Attn: Thomas J. Sansone 195 Church Street 196, Do. 80s 1950 Counsel to Crossroads Joint Venture, LLC, Landlord of Kmart store # 9416 Carmody Torrance Sandak & Hennessy LLP Attn: Mhomas J. Sansone 195 Church Street 196, Do. 80s 1950 New Haven CT 06509-1950 Attn: Mhomal, Esq., John R. Canney, IV, Esq. 20 Corporate Woods Blvd. Attn: Mhomal, Esq., John R. Canney, IV, Esq. 20 Corporate Woods Blvd. 20 Corporate Woods Blvd. Attn: Mhomal, Esq., John R. Canney, IV, Esq. 20 Corporate Woods Blvd. 20 Wall Street 20 Wall Str	Counsel to 14 Oaks Associates, LLC	Carmody MacDonald P.C.	St. Louis MO 63105	sjk@carmodymacdonald.com	Email
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195 Church Street P.O. Box 1950 Counsel to Crossroads Joint Venture, LLC, Landlord of Kmart store #9416 Carmody Torrance Sandak & Hennessy LLP New Haven CT 06509-1950 Laird, P.C. Carter Conboy Case Blackmore Maloney & Suite 500 Carter Conboy Case Blackmore Maloney & Suite 500 Laird, P.C. Albany NY 12211 Make J. Catalflimo, Esq., John R. Canney, IV, Esq. 20 Corporate Woods Blvd. Suite 500 Marcia Kanada Maloney & Suite 500 Laird, P.C. Albany NY 12211 Measured Words, and the SRAC Unsecured PIK Notes (Top 20 Unsecured Creditor), SRAC Unsecured Notes, and the SRAC Medium Term Notes (Top 20 Unsecured Creditor) Counsel to ZG Apparel Group LLC , Studio 1 Div. of Shazdeh Fashions and The Libman Company Counsel to ZG Apparel Group LLC , Studio 1 Div. of Shazdeh Fashions and The Libman Company United States Bankruptcy Court for the Southern District of New York Attrict States Bankruptcy Court for the Southern District of New York Attrict Leurs E. Appleby, Steven Wilamowsky 1270 Avenue of the Americas Attrict Leurs E. Appleby, Steven Wilamowsky 1270 Avenue of the Americas Appleby, Steven Wilamowsky 1590 tsanscoped carmodylaw.com Email Attric. Michael J. Catalflimo, Esq., John R. Canney, IV, Esq. 20 Corporate Woods Blvd. 20 Corporate Woods Blvd. 20 Corporate Woods Blvd. 20 Corporate Woods Blvd. 20 Cater Ecohopy Catal Wilamowsky 20 Wall Street 2	Counsel to Crossroads Joint Venture, LLC, Landlord of Kmart store # 9416	Carmody Torrance Sandak & Hennessy LLP	Stamford CT 06901	MKurzman@carmodylaw.com	Email
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Attn: Richard J. McCord, Esq., Robert D. Nosek, Esq. 90 Merrick Avenue Counsel to ZG Apparel Group LLC , Studio 1 Div. of Shazdeh Fashions and The Libman Company Certilman Balin Adler & Hyman, LLP East Meadow NY 11554 Sears Chambers Copy US Bankruptcy Court SDNY 300 Quarropas Street, Room 248 United States Bankruptcy Court for the Southern District of New York Chambers of Honorable Robert D. Drain Attn: Laura E. Appleby, Steven Wilamowsky 1270 Avenue of the Americas Attn: Richard J. McCord, Esq., Robert D. Nosek, Esq. 90 Merrick Avenue rmccord@certilmanbalin.com rmccord@certilmanbalin.com rmccord@certilmanbalin.com rmccord@certilmanbalin.com Fmail Attn: Laura E. Appleby, Steven Wilamowsky 1270 Avenue of the Americas appleby@chapman.com	Successor Trustees for the SRAC Unsecured PIK Notes (Top 20 Unsecured Creditor), SRAC				
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Sears Chambers Copy US Bankruptcy Court SDNY 300 Quarropas Street, Room 248 United States Bankruptcy Court for the Southern District of New York Chambers of Honorable Robert D. Drain Attn: Laura E. Appleby, Steven Wilamowsky 1270 Avenue of the Americas appleby@chapman.com			90 Merrick Avenue	rmccord@certilmanbalin.com	
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United States Bankruptcy Court for the Southern District of New York Chambers of Honorable Robert D. Drain White Plains NY 10601 Attn: Laura E. Appleby, Steven Wilamowsky 1270 Avenue of the Americas appleby@chapman.com			US Bankruptcy Court SDNY		
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Exhibit B Master Service List

Served as set forth below

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Coursel to Duraton Plains (MI) 11 C	MGIII.ia Farm C. Calleada 112	787 Seventh Avenue	alipkin@willkie.com	F
Counsel to Drayton Plains (MI), LLC	Willkie Farr & Gallagher LLP	New York NY 10019	gbrunswick@willkie.com	Email
Counsel for Edward S. Lampert, ESL Investments, Inc., RBS Partners LP, CRK Partners LLC, SPE		Attn: Philip D. Anker & Noah A. Levine		
Master I L.P., ESL Partners L.P., SPE I Partners L.P., RBS Investment Management LLC, ESL		7 World Trade Center		
Institutional Partners L.P., ESL Investors, L.L.C., JPP LLC, and JPP II LLC (collectively, the "ESL	M/1 C . I	250 Greenwich Street	philip.anker@wilmerhale.com	E
Defendants")	Wilmer Cutler Pickering Hale and Dorr LLP	New York NY 10007	noah.levine@wilmerhale.com	Email

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Exhibit B Master Service List Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
		Attn: Patrick J. Healy		
		501 Carr Road		
		Suite 100		
Wilmington Savings Fund Society, FSB, as Trustee of the 7.00% 12.00% PIK-Toggle Notes	Wilmington Savings Fund Society, FSB	Wilmington DE 19801	phealy@wsfsbank.com	Email
		Attn: Sears Holdings Corp. Administrator		
		Corporate Capital Markets		
		50 South Sixth Street, Suite 1290		
Indenture Trustee for the Second Lien Notes	Wilmington Trust, National Association	Minneapolis MN 55402		First Class Mail
		Attn: Steven Cimalore, Vice President		
		Rodney Square North		
		1100 North Market Street		
Counsel to Wilmington Trust, National Association, as indeture trustee and collateral agent	Wilmington Trust, National Association	Wilmington DE 19890-0001	scimalore@wilmingtontrust.com	Email
		Attn: Donald C. Cowan, Jr.		
		1265 Scottsville Road		
Counsel to Eastview Mall, LLC, Greece Ridge, LLC & The Marketpalce	Wilmorite Management Group LLC	Rochester NY 14624		First Class Mail
		Attn: David L. Tillem		
	Wilson, Elser, Moskowitz, Edelman & Dicker	1133 Westchester Avenue		
Counsel to Putnam County and Tomra/RSI, LLC	LLP	White Plains NY 10604	david.tillem@wilsonelser.com	Email
		Attn: Norman C. Witte		
		119 E. Kalamazoo Street		
Counsel to 4th Street South II, LLC	Witte Law Offices, PLLC	Lansing MI 48933-2111	ncwitte@wittelaw.com	Email
		Attn: Simon Aron		
		11400 West Olympic Boulevard		
	Wolf, Rifkin, Shapiro, Schulman & Rabkin,	9th Floor		
Counsel to Wolf Family Series LP d/b/a Series III, Ontario Enterprises of the Wolf Family Series LP	LLP	Los Angeles CA 90064-1582	saron@wrslawyers.com	Email
		Attn: Thomas A. Zimmerman, Jr.		
		77 West Washington Street		
		Suite 1220		
Counsel to Movant Mario Aliano	Zimmerman Law Offices, P.C.	Chicago IL 60602	tom@attorneyzim.com	Email

In re: Sears Holdings Corporation, et al. Case No. 18-23538 (RDD)